

EXHIBIT B

Blackline

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:

FIELDWOOD ENERGY III LLC, *et al.*,¹

Post-Effective Date Debtors.

Chapter 11

Case No. 20-33948 (MI)

(Jointly Administered)

**~~ORDER GRANTING ALIXPARTNERS, LLP'S JOINT (I) FOURTH INTERIM
FEE APPLICATION FOR THE PERIOD MAY 21, 2021 THROUGH
AUGUST 27, 2021~~ FINAL ORDER APPROVING FOURTH AND (II) FINAL FEE
APPLICATION FOR THE PERIOD
OF ALIXPARTNERS, LLP AS FINANCIAL ADVISOR FOR THE DEBTORS, FOR
ALLOWANCE OF AUGUST 3, 2020 THROUGH AUGUST 27, 2021 FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT
OF ACTUAL AND NECESSARY EXPENSES INCURRED DURING (I) FOURTH FEE PERIOD
FROM MAY 1, 2021 THROUGH
AUGUST 27, 2021, AND (II) FINAL COMPENSATION PERIOD OF AUGUST 3, 2020
THROUGH AUGUST 27, 2021
REIMBURSEMENT OF EXPENSES INCURRED
AS FINANCIAL ADVISOR TO THE CHAPTER 11 DEBTORS**

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor's federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the "Post-Effective Date FWE I Subsidiaries") are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

~~Upon the fee application (the “Final Application”)² of AlixPartners, LLP (“AlixPartners”), financial advisor to Fieldwood Energy LLC and its debtor affiliates (collectively, the “Debtors”) through the Effective Date and currently counsel for certain of the post-effective date debtors in the chapter 11 cases jointly administered under Case No. 20-33948, for entry of an order (this “Order”): approving~~The Court has considered the AlixPartners, LLP’S Joint (I) Fourth Interim Fee Application for the Period May 1, 2021 through August 27, 2021 and (ii) Final Fee Application for the Period August 3, 2020 through August 27, 2021 for Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred as Financial Advisor to the Chapter 11 Debtors; and the Court having jurisdiction over the Final Application; and due and adequate notice of the Final Application having been given pursuant to the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules; and the Court having read and considered the Final Application; objections to the Final Application, if any of counsel, if any; and any objections to the Final Application having been resolved or overruled; and after due deliberation and for good cause shown, filed by AlixPartners, LLP (the “Applicant”) [Docket No. 2087]. The Court orders:

1. Applicant is allowed compensation and reimbursement of expenses in the amount of \$6,951,065.20 for the period set forth in the Final Fee Application.

2. The compensation and reimbursement of expenses allowed in this Order and all previous interim allowances of compensation and reimbursement of expenses are approved on a final basis.

3. The Plan Administrator is authorized to disburse any unpaid amounts allowed by paragraphs 1 or 2 of this Order.

~~it is HEREBY ORDERED THAT:~~

~~1. The Final Application is granted as set forth herein.~~

~~2. AlixPartners is hereby awarded, on an interim basis, an allowance of \$1,993,955.00 as compensation for professional services rendered, and \$13,792.98 for reimbursement of out-of-pocket expenses incurred during the Fourth Interim Period;~~

~~3. AlixPartners is hereby awarded, on a final basis, an allowance of \$6,897,942.50 (including a Holdback in the amount of \$298,791.00) as compensation for professional services rendered, and \$53,122.70 for reimbursement of out-of-pocket expenses incurred during the Final Period;~~

²—Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

~~4. The Post-Effective Date Debtors are hereby authorized and directed to pay AlixPartners the outstanding amount of \$1,034,091.78;~~

~~5. The Post-Effective Date Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.~~

~~6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.~~

Dated: _____, 2021

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE